

AUG 25 '06 12:13 PM

SURFACE TRANSPORTATION BOARD

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WASHINGTON, D.C.

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August 25, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of August 14, 2006, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: U.S. Bancorp Equipment Finance, Inc.  
13010 SW 68<sup>th</sup> Parkway  
Portland, OR 97223

Lessee: L.G. Everist  
PO Box 5829  
Sioux Falls SD 57117-5829

Mr. Vernon A. Williams  
August 25, 2006  
Page 2

A description of the railroad equipment covered by the enclosed document is:

4 locomotives: DAIR 2510 – DAIR 2513.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures



RECORDATION NO.

26527

FILED

## MEMORANDUM OF LEASE AGREEMENT

AUG 25 '06

12-13 PM

Equipment Finance, Inc.

## SURFACE TRANSPORTATION BOARD

Memorandum of Lease Agreement is made and entered into on August 14, 2006 by and between U.S. Bancorp Equipment Finance, Inc. "Lessor", and, L. G. Everist, Incorporated, "Lessee".

The undersigned have entered into that certain Master Lease Agreement dated June 09, 2006, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain property as listed on Exhibit "A" attached hereto, subject to the terms defined in the Schedule (Number 739701), dated June 09, 2006.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed as of the date and year first above written.

Lessor:

U.S. Bancorp Equipment Finance, Inc.

Lessee:

L. G. Everist, Incorporated

BY: Kurt Van Veen, Vice President  
An Authorized Officer

BY: Robert E. Everist  
Robert E. Everist  
Vice President

Executed on this 15<sup>th</sup> day of August, 2006.

Executed on this 15<sup>th</sup> day of August, 2006.

STATE OF

Oregon

)SS.

County of

Washington

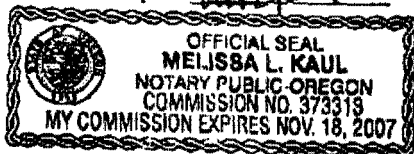
On August 15, 2006, personally appeared before me, Kurt Van Veen, who being duly sworn, stated that he/she is the Vice President of U.S. Bancorp Equipment Finance, Inc., acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Notary Public for

My Commission Expires: 11-18-2011

6/00



STATE OF

South Dakota

)SS.

County of

Minnehaha

On August 15, 2006, personally appeared before me, Robert E. Everist, who being duly sworn, stated that he/she is the Vice President of L. G. Everist, Incorporated, acknowledged the foregoing instrument as voluntary act and deed of the Company by virtue of authority from its Board of Directors.

Before me:

Notary Public for

My Commission Expires: 11-18-2011

**TRINITY RAIL LEASING TRUST II**  
**WAREHOUSE 31st FUNDING PORTFOLIO**

**Exhibit A**

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
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**TRINITY RAIL LEASING TRUST II  
WAREHOUSE 31st FUNDING PORTFOLIO**

**Exhibit A**

<b><u>ID</u></b>	<b><u>Asset Mark</u></b>	<b><u>Lessee Number</u></b>	<b><u>Invoice Date</u></b>	<b><u>Car Type</u></b>
1	ASHX001191	332	12/29/00	Freight

**Exhibit "A"**  
**TO MEMORANDUM OF LEASE AGREEMENT**

**Two (2) GP39-2 Locomotives with marks and numbers DAIR 2510 and DAIR 2511;  
Two (2) GP50 Locomotives with marks and numbers DAIR 2512 and DAIR 2513;**

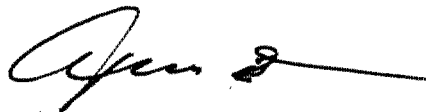
**TOGETHER WITH ALL REPLACEMENTS, PARTS, REPAIRS, ADDITIONS, ACCESSIONS AND ACCESSORIES  
INCORPORATED THEREIN OR AFFIXED OR ATTACHED THERETO AND ANY AND ALL PROCEEDS OF THE  
FOREGOING, INCLUDING, WITHOUT LIMITATION, INSURANCE RECOVERIES.**

6/00

**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: August 25, 2006



Robert W. Alvord